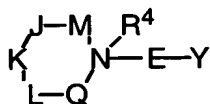


CLAIMS

What is claimed is:

- 5 1. A compound of formula I:



(I)

or stereoisomers or pharmaceutically acceptable salts
10 thereof, wherein:

M is absent or selected from CH₂, CHR⁵, CHR¹³, CR¹³R¹³, and
CR⁵R¹³;

15 Q is selected from CH₂, CHR⁵, CHR¹³, CR¹³R¹³, and CR⁵R¹³;

J, K, and L are independently selected from CH₂, CHR⁵, CHR⁶,
CR⁶R⁶ and CR⁵R⁶;

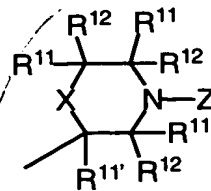
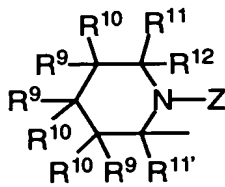
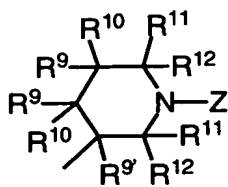
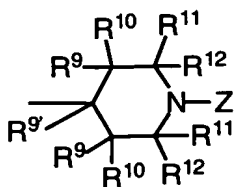
20 with the provisos:

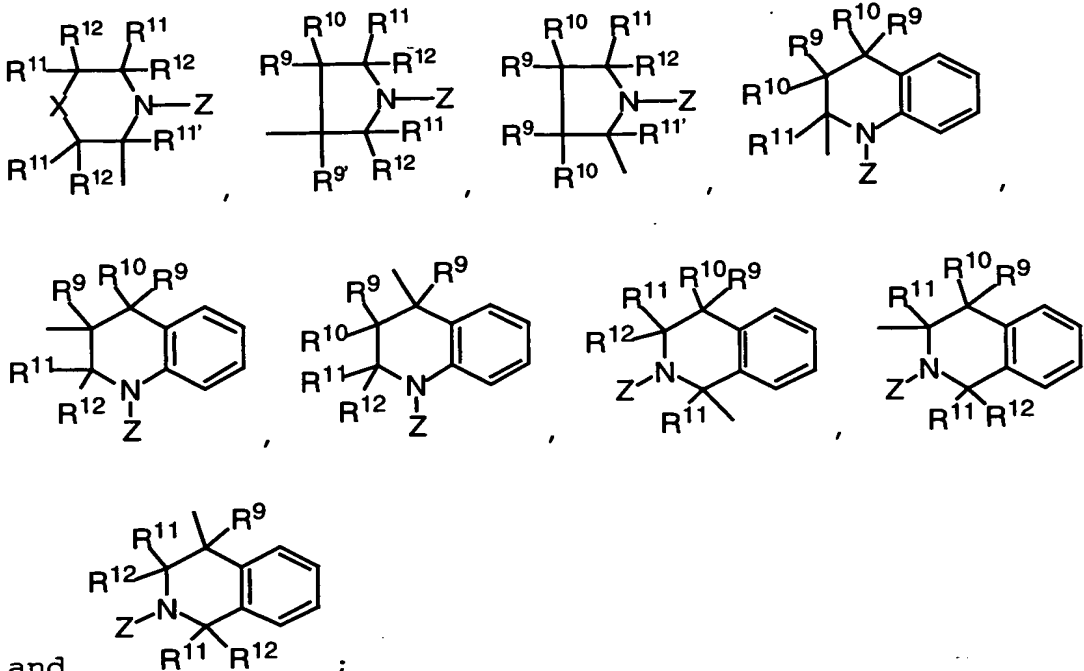
1) at least one of M, J, K, L, or Q contains an R⁵; and

2) when M is absent, J is selected from CH₂, CHR⁵,
25 CHR¹³,
and CR⁵R¹³;

E is -(CR⁷R⁸)-(CR⁹R¹⁰)_v-;

30 Y is selected from:





and

X is selected from NR^{14} , O, and S;

Z is selected from C(O)R^3 , $\text{S(O)}_2\text{R}^3$, C(O)OR^3 , $\text{C(O)NR}^2\text{R}^3$, $\text{C(=NR}^1\text{)NR}^2\text{R}^3$, $\text{C(=CHCN)NR}^2\text{R}^3$, $\text{C(=CHNO}_2\text{)NR}^2\text{R}^3$, $\text{C(=C(CN)}_2\text{)NR}^2\text{R}^3$, and $(\text{CR}'\text{R}')_t$ -phenyl substituted with 0-5 R^{15} ;

R' , at each occurrence, is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, and $(\text{CH}_2)_r$ phenyl substituted with R^{15e} ;

R^1 is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, OH, CN, and $(\text{CH}_2)_w$ phenyl;

R^2 is selected from H, C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, and a $(\text{CH}_2)_r\text{-C}_{3-10}$ carbocyclic residue substituted with 0-5 R^{2a} ;

R^{2a} , at each occurrence, is selected from C_{1-4} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, Cl, Br, I, F, $(\text{CF}_2)_r\text{CF}_3$, NO_2 , CN, $(\text{CH}_2)_r\text{NR}^{2b}\text{R}^{2b}$, $(\text{CH}_2)_r\text{OH}$,

$(\text{CH}_2)_r\text{OR}^{2c}$, $(\text{CH}_2)_r\text{SH}$, $(\text{CH}_2)_r\text{SR}^{2c}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{2b}$,
 $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{2b}\text{R}^{2b}$, $(\text{CH}_2)_r\text{NR}^{2b}\text{C}(\text{O})\text{R}^{2b}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{OR}^{2b}$,
 $(\text{CH}_2)_r\text{OC}(\text{O})\text{R}^{2c}$, $(\text{CH}_2)_r\text{CH}(\text{=NR}^{2b})\text{NR}^{2b}\text{R}^{2b}$,
 $(\text{CH}_2)_r\text{NHC}(\text{=NR}^{2b})\text{NR}^{2b}\text{R}^{2b}$, $(\text{CH}_2)_r\text{S}(\text{O})_p\text{R}^{2c}$,
5 $(\text{CH}_2)_r\text{S}(\text{O})_2\text{NR}^{2b}\text{R}^{2b}$, $(\text{CH}_2)_r\text{NR}^{2b}\text{S}(\text{O})_2\text{R}^{2c}$, and $(\text{CH}_2)_r\text{phenyl}$;

R^{2b} , at each occurrence, is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl;

10 R^{2c} , at each occurrence, is selected from C_{1-5} alkyl, C_{3-6} cycloalkyl, and phenyl;

15 R^3 is selected from a $\text{CR}^{3'}\text{R}^{3''}\text{R}^3$, $(\text{CR}^{3'}\text{R}^{3''})_r\text{-C}_{3-10}$ carbocyclic residue substituted with 0-5 R^{15} and a $(\text{CR}^{3'}\text{R}^{3''})_r\text{-5-10}$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{15} ;

20 $\text{R}^{3'}$ and $\text{R}^{3''}$, at each occurrence, are selected from H, C_{1-6} alkyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, and phenyl;

25 R^4 is absent, taken with the nitrogen to which it is attached to form an N-oxide, or selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, $(\text{CH}_2)_q\text{C}(\text{O})\text{R}^{4b}$, $(\text{CH}_2)_q\text{C}(\text{O})\text{NR}^{4a}\text{R}^{4a'}$, $(\text{CH}_2)_q\text{C}(\text{O})\text{OR}^{4b}$, and a $(\text{CH}_2)_r\text{-C}_{3-10}$ carbocyclic residue substituted with 0-3 R^{4c} ;

30 R^{4a} and $\text{R}^{4a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, and phenyl;

R^{4b} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, C_{2-8} alkynyl, and phenyl;

35 R^{4c} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(\text{CF}_2)_r\text{CF}_3$, $(\text{CH}_2)_r\text{OC}_{1-5}$ alkyl, $(\text{CH}_2)_r\text{OH}$, $(\text{CH}_2)_r\text{SC}_{1-5}$ alkyl, $(\text{CH}_2)_r\text{NR}^{4a}\text{R}^{4a'}$, and $(\text{CH}_2)_r\text{phenyl}$;

R⁵ is selected from a (CR^{5'}R^{5''})_t-C₃₋₁₀ carbocyclic residue substituted with 0-5 R¹⁶ and a (CR^{5'}R^{5''})_t-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R¹⁶;

R^{5'} and R^{5''}, at each occurrence, are selected from H, C₁₋₆ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, and phenyl;

R⁶, at each occurrence, is selected from C₁₋₄ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, (CF₂)_rCF₃, CN, (CH₂)_rNR^{6a}R^{6a'}, (CH₂)_rOH, (CH₂)_rOR^{6b}, (CH₂)_rSH, (CH₂)_rSR^{6b}, (CH₂)_rC(O)OH, (CH₂)_rC(O)R^{6b}, (CH₂)_rC(O)NR^{6a}R^{6a'}, (CH₂)_rNR^{6d}C(O)R^{6a}, (CH₂)_rC(O)OR^{6b}, (CH₂)_rOC(O)R^{6b}, (CH₂)_rS(O)_pR^{6b}, (CH₂)_rS(O)₂NR^{6a}R^{6a'}, (CH₂)_rNR^{6d}S(O)₂R^{6b}, and (CH₂)_tphenyl substituted with 0-3 R^{6c};

R^{6a} and R^{6a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and phenyl substituted with 0-3 R^{6c};

R^{6b}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and phenyl substituted with 0-3 R^{6c};

R^{6c}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, (CH₂)_rOH, (CH₂)_rSC₁₋₅ alkyl, and (CH₂)_rNR^{6d}R^{6d};

R^{6d}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R⁷ is selected from H, C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_qOH, (CH₂)_qSH, (CH₂)_qOR^{7d}, (CH₂)_qSR^{7d}, (CH₂)_qNR^{7a}R^{7a'}, (CH₂)_rC(O)OH, (CH₂)_rC(O)R^{7b}, (CH₂)_rC(O)NR^{7a}R^{7a'}, (CH₂)_qNR^{7a}C(O)R^{7a}, (CH₂)_rC(O)OR^{7b}, (CH₂)_qOC(O)R^{7b}, (CH₂)_qS(O)_pR^{7b}, (CH₂)_qS(O)₂NR^{7a}R^{7a'}, (CH₂)_qNR^{7a}S(O)₂R^{7b}, C₁₋₆ haloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{7c}, and a (CH₂)_r-5-10 membered

heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7c};

5 R^{7a} and R^{7a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{7e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

10 R^{7b}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{7e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

15 R^{7c}, at each occurrence, is selected from C₁₋₄ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, (CF₂)_rCF₃, NO₂, CN, (CH₂)_rNR^{7f}R^{7f}, (CH₂)_rOH, (CH₂)_rOC₁₋₄ alkyl, (CH₂)_rSC₁₋₄ alkyl, (CH₂)_rC(O)OH, (CH₂)_rC(O)R^{7b}, (CH₂)_rC(O)NR^{7f}R^{7f}, (CH₂)_rNR^{7f}C(O)R^{7a}, (CH₂)_rC(O)OC₁₋₄ alkyl, (CH₂)_rOC(O)R^{7b}, (CH₂)_rC(=NR^{7f})NR^{7f}R^{7f}, (CH₂)_rS(O)_pR^{7b}, (CH₂)_rNHC(=NR^{7f})NR^{7f}R^{7f}, (CH₂)_rS(O)₂NR^{7f}R^{7f}, (CH₂)_rNR^{7f}S(O)₂R^{7b}, and (CH₂)_rphenyl substituted with 0-3 R^{7e};

25 R^{7d}, at each occurrence, is selected from C₁₋₆ alkyl substituted with 0-3 R^{7e}, alkenyl, alkynyl, and a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{7c};

30 R^{7e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{7f}R^{7f}, and (CH₂)_rphenyl;

35 R^{7f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl;

R⁸ is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and
(CH₂)_tphenyl substituted with 0-3 R^{8a};

R^{8a}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈
5 alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN,
NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅
alkyl, (CH₂)_rNR^{7f}R^{7f}, and (CH₂)_rphenyl;

alternatively, R⁷ and R⁸ join to form C₃₋₇ cycloalkyl, or
10 =NR^{8b};

R^{8b} is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, OH, CN,
and
(CH₂)_r-phenyl;

R⁹ is independently selected from H, C₁₋₈ alkyl, C₂₋₈ alkenyl,
C₂₋₈ alkynyl, F, Cl, Br, I, NO₂, CN, (CH₂)_rOH, (CH₂)_rSH,
15 (CH₂)_rOR^{9d}, (CH₂)_rSR^{9d}, (CH₂)_rNR^{9a}R^{9a'}, (CH₂)_rC(O)OH,
(CH₂)_rC(O)R^{9b}, (CH₂)_rC(O)NR^{9a}R^{9a'}, (CH₂)_rNR^{9a}C(O)R^{9a},
20 (CH₂)_rNR^{9a}C(O)H, (CH₂)_rC(O)OR^{9b}, (CH₂)_rOC(O)R^{9b},
(CH₂)_rS(O)_pR^{9b}, (CH₂)_rS(O)₂NR^{9a}R^{9a'}, (CH₂)_rNR^{9a}S(O)₂R^{9b},
C₁₋₆ haloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue
substituted with 0-5 R^{9c}, and a (CH₂)_r-5-10 membered
heterocyclic system containing 1-4 heteroatoms selected
25 from N, O, and S, substituted with 0-3 R^{9c};

R^{9'} is independently selected from H, C₁₋₈ alkyl, C₂₋₈
alkenyl, C₂₋₈ alkynyl, F, Cl, Br, I, NO₂, CN, (CH₂)_rOH,
(CH₂)_rSH, (CH₂)_rOR^{9d}, (CH₂)_rSR^{9d}, (CH₂)_rNR^{9a}R^{9a'},
30 (CH₂)_rC(O)OH, (CH₂)_rC(O)R^{9b}, (CH₂)_rC(O)NR^{9a}R^{9a'},
(CH₂)_rNR^{9a}C(O)R^{9a}, (CH₂)_rNR^{9a}C(O)H, (CH₂)_rC(O)OR^{9b},
(CH₂)_rOC(O)R^{9b}, (CH₂)_rS(O)_pR^{9b}, (CH₂)_rS(O)₂NR^{9a}R^{9a'},
(CH₂)_rNR^{9a}S(O)₂R^{9b}, C₁₋₆ haloalkyl, (CH₂)_r-C₃₋₆
cycloalkyl, (CH₂)_q-phenyl substituted with 0-5 R^{9c}, and
35 a (CH₂)_q-5-10 membered heterocyclic system containing
1-4 heteroatoms selected from N, O, and S, substituted
with 0-3 R^{9c};

R^{9a} and R^{9a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{9e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9b}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{9e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9c}, at each occurrence, is selected from C₁₋₄ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_r-C₃₋₆ cycloalkyl, Cl, Br, I, F, (CF₂)_rCF₃, NO₂, CN, (CH₂)_rNR^{9f}R^{9f}, (CH₂)_rOH, (CH₂)_rOC₁₋₄ alkyl, (CH₂)_rSC₁₋₄ alkyl, (CH₂)_rC(O)OH, (CH₂)_rC(O)R^{9b}, (CH₂)_rC(O)NR^{9f}R^{9f}, (CH₂)_rNR^{9f}C(O)R^{9a}, (CH₂)_rC(O)OC₁₋₄ alkyl, (CH₂)_rOC(O)R^{9b}, (CH₂)_rC(=NR^{9f})NR^{9f}R^{9f}, (CH₂)_rS(O)_pR^{9b}, (CH₂)_rNHC(=NR^{9f})NR^{9f}R^{9f}, (CH₂)_rS(O)₂NR^{9f}R^{9f}, (CH₂)_rNR^{9f}S(O)₂R^{9b}, and (CH₂)_rphenyl substituted with 0-3 R^{9e};

R^{9d}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{9c}, and a 5-6 membered heterocyclic system containing 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R^{9c};

R^{9e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_r-C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{9f}R^{9f}, and (CH₂)_rphenyl;

R^{9f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl;

R^{10} is independently selected from H, C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, F, Cl, Br, I, NO_2 , CN, $(CH_2)_rOH$, $(CH_2)_rOR^{10d}$, $(CH_2)_rSR^{10d}$, $(CH_2)_rNR^{10a}R^{10a'}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{10b}$, $(CH_2)_rC(O)NR^{10a}R^{10a'}$, $(CH_2)_rNR^{10a}C(O)R^{10a}$, $(CH_2)_rNR^{10a}C(O)H$, $(CH_2)_rC(O)OR^{10b}$, $(CH_2)_rOC(O)R^{10b}$, $(CH_2)_rS(O)_pR^{10b}$, $(CH_2)_rS(O)_2NR^{10a}R^{10a'}$, $(CH_2)_rNR^{10a}S(O)_2R^{10b}$, C_{1-6} haloalkyl, a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{10c} , and a $(CH_2)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10c} ;

R^{10a} and $R^{10a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{10e} , and a $(CH_2)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e} ;

R^{10b} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r-C_{3-6}$ carbocyclic residue substituted with 0-2 R^{10e} , and a $(CH_2)_r-5-6$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e} ;

R^{10c} , at each occurrence, is selected from C_{1-4} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2 , CN, $(CH_2)_rNR^{10f}R^{10f}$, $(CH_2)_rOH$, $(CH_2)_rOC_{1-4}$ alkyl, $(CH_2)_rSC_{1-4}$ alkyl, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{10b}$, $(CH_2)_rC(O)NR^{10f}R^{10f}$, $(CH_2)_rNR^{10f}C(O)R^{10a}$, $(CH_2)_rC(O)OC_{1-4}$ alkyl, $(CH_2)_rOC(O)R^{10b}$, $(CH_2)_rC(=NR^{10f})NR^{10f}R^{10f}$, $(CH_2)_rS(O)_pR^{10b}$, $(CH_2)_rNHC(=NR^{10f})NR^{10f}R^{10f}$, $(CH_2)_rS(O)_2NR^{10f}R^{10f}$, $(CH_2)_rNR^{10f}S(O)_2R^{10b}$, and $(CH_2)_r$ phenyl substituted with 0-3 R^{10e} ;

R^{10d} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, a C_{3-10} carbocyclic residue

substituted with 0-3 R^{10c}, and a 5-6 membered heterocyclic system containing 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R^{10c};

5 R^{10e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{10f}R^{10f}, and (CH₂)_rphenyl;

10 R^{10f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl;

with the proviso that when R¹⁰ is -OH, R⁹ is not halogen, cyano, or bonded to the carbon to which it is attached through a heteroatom;

alternatively, R⁹ and R¹⁰ join to form C₃₋₇ cycloalkyl;

20 R¹¹ is selected from H, C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_qOH, (CH₂)_qSH, (CH₂)_qOR^{11d}, (CH₂)_qSR^{11d}, (CH₂)_qNR^{11a}R^{11a'}, (CH₂)_rC(O)OH, (CH₂)_rC(O)R^{11b}, (CH₂)_rC(O)NR^{11a}R^{11a'}, (CH₂)_qNR^{11a}C(O)R^{11a}, (CH₂)_rC(O)OR^{11b}, (CH₂)_qOC(O)R^{11b}, (CH₂)_qS(O)_pR^{11b}, (CH₂)_qS(O)₂NR^{11a}R^{11a'}, (CH₂)_qNR^{11a}S(O)₂R^{11b}, C₁₋₆ haloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{11c}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11c};

30 R^{11'} is selected from H, C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_qOH, (CH₂)_qSH, (CH₂)_qOR^{11d}, (CH₂)_qSR^{11d}, (CH₂)_qNR^{11a}R^{11a'}, (CH₂)_rC(O)OH, (CH₂)_rC(O)R^{11b}, (CH₂)_rC(O)NR^{11a}R^{11a'}, (CH₂)_qNR^{11a}C(O)R^{11a}, (CH₂)_rC(O)OR^{11b}, (CH₂)_qOC(O)R^{11b}, (CH₂)_qS(O)_pR^{11b}, (CH₂)_qS(O)₂NR^{11a}R^{11a'}, (CH₂)_qNR^{11a}S(O)₂R^{11b}, C₁₋₆ haloalkyl, a (CH₂)_r-C₃₋₆ cycloalkyl, (CH₂)_q-phenyl substituted with 0-5 R^{11c}, and a (CH₂)_q-5-10 membered heterocyclic system containing

1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11c};

R^{11a} and R^{11a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{11e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11b}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{11e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11c}, at each occurrence, is selected from C₁₋₄ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_r-C₃₋₆ cycloalkyl, Cl, Br, I, F, (CF₂)_rCF₃, NO₂, CN, (CH₂)_rNR^{11f}R^{11f}, (CH₂)_rOH, (CH₂)_rOC₁₋₄ alkyl, (CH₂)_rSC₁₋₄ alkyl, (CH₂)_rC(O)OH, (CH₂)_rC(O)R^{11b}, (CH₂)_rC(O)NR^{11f}R^{11f}, (CH₂)_rNR^{11f}C(O)R^{11a}, (CH₂)_rC(O)OC₁₋₄ alkyl, (CH₂)_rOC(O)R^{11b}, (CH₂)_rC(=NR^{11f})NR^{11f}R^{11f}, (CH₂)_rNHC(=NR^{11f})NR^{11f}R^{11f}, (CH₂)_rS(O)_pR^{11b}, (CH₂)_rS(O)₂NR^{11f}R^{11f}, (CH₂)_rNR^{11f}S(O)₂R^{11b}, and (CH₂)_rphenyl substituted with 0-3 R^{11e};

R^{11d}, at each occurrence, is selected from C₁₋₆ alkyl substituted with 0-3 R^{11e}, C₂₋₆ alkenyl, C₂₋₆ alkynyl, and a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{11c};

R^{11e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{11f}R^{11f}, and (CH₂)_rphenyl;

R^{11f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl;

R^{12} is selected from H, C_{1-6} alkyl, $(CH_2)_qOH$, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_tphenyl$ substituted with 0-3 R^{12a} ;

5 R^{12a} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{9f}R^{9f}$, and $(CH_2)_rphenyl$;

10 R^{13} , at each occurrence, is selected from C_{1-4} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, $(CF_2)_wCF_3$, $(CH_2)_qNR^{13a}R^{13a'}$, $(CH_2)_qOH$, $(CH_2)_qOR^{13b}$, $(CH_2)_qSH$, $(CH_2)_qSR^{13b}$, $(CH_2)_wC(O)OH$, $(CH_2)_wC(O)R^{13b}$, $(CH_2)_wC(O)NR^{13a}R^{13a'}$, $(CH_2)_qNR^{13d}C(O)R^{13a}$, $(CH_2)_wC(O)OR^{13b}$, $(CH_2)_qOC(O)R^{13b}$, $(CH_2)_wS(O)_pR^{13b}$, $(CH_2)_wS(O)_2NR^{13a}R^{13a'}$, $(CH_2)_qNR^{13d}S(O)_2R^{13b}$, and $(CH_2)_wphenyl$ substituted with 0-3 R^{13c} ;

20 R^{13a} and $R^{13a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{13c} ;

R^{13b} , at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{13c} ;

25 R^{13c} , at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, and $(CH_2)_rNR^{13d}R^{13d}$;

30 R^{13d} , at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

35 R^{14} is selected from C_{1-4} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $C(O)NR^{14a}R^{14a'}$, $C(O)R^{14b}$, $C(O)OC_{1-4}$ alkyl, $(CH_2)_rS(O)_pR^{14b}$, $(CH_2)_rphenyl$ substituted with 0-3 R^{14c} ;

R^{14a} and R^{14a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{14c}, and a (CH₂)_{r-5-10} membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{14c};

R^{14b}, at each occurrence, is selected from C₁₋₆ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{14c}, and a (CH₂)_{r-5-10} membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{14c}; and

R^{14c}, at each occurrence, is selected from C₁₋₆ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, (CH₂)_wphenyl;

R¹⁵, at each occurrence, is selected from C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, NO₂, CN, (CHR')_rNR^{15a}R^{15a'}, (CHR')_rOH, (CHR')_rO(CHR')_rR^{15d}, (CHR')_rSH, (CHR')_rC(O)H, (CHR')_rS(CHR')_rR^{15d}, (CHR')_rC(O)OH, (CHR')_rC(O)(CHR')_rR^{15b}, (CHR')_rC(O)NR^{15a}R^{15a'}, (CHR')_rNR^{15f}C(O)(CHR')_rR^{15b}, (CHR')_rC(O)O(CHR')_rR^{15d}, (CHR')_rOC(O)(CHR')_rR^{15b}, (CHR')_rC(=NR^{15f})NR^{15a}R^{15a'}, (CHR')_rNHC(=NR^{15f})NR^{15f}R^{15f}, (CHR')_rS(O)_p(CHR')_rR^{15b}, (CHR')_rS(O)₂NR^{15a}R^{15a'}, (CHR')_rNR^{15f}S(O)₂(CHR')_rR^{15b}, C₁₋₆ haloalkyl, C₂₋₈ alkenyl substituted with 0-3 R', C₂₋₈ alkynyl substituted with 0-3 R', (CHR')_rphenyl substituted with 0-3 R^{15e}, and a (CH₂)_{r-5-10} membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15a} and R^{15a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, a (CH₂)_{r-C3-10} carbocyclic residue substituted with 0-5 R^{15e}, and a (CH₂)_{r-5-10} membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15b}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-3 R^{15e}, and (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15d}, at each occurrence, is selected from C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₁₋₆ alkyl substituted with 0-3 R^{15e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{15e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{15e};

R^{15e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_r-C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{15f}R^{15f}, and (CH₂)_rphenyl;

R^{15f}, at each occurrence, is selected from H, C₁₋₅ alkyl, C₃₋₆ cycloalkyl, and phenyl;

R¹⁶, at each occurrence, is selected from C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_r-C₃₋₆ cycloalkyl, Cl, Br, I, F, NO₂, CN, (CHR')_rNR^{16a}R^{16a'}, (CHR')_rOH, (CHR')_rO(CHR')_rR^{16d}, (CHR')_rSH, (CHR')_rC(O)H, (CHR')_rS(CHR')_rR^{16d}, (CHR')_rC(O)OH, (CHR')_rC(O)(CHR')_rR^{16b}, (CHR')_rC(O)NR^{16a}R^{16a'}, (CHR')_rNR^{16f}C(O)(CHR')_rR^{16b}, (CHR')_rC(O)O(CHR')_rR^{16d}, (CHR')_rOC(O)(CHR')_rR^{16b}, (CHR')_rC(=NR^{16f})NR^{16a}R^{16a'}, (CHR')_rNHC(=NR^{16f})NR^{16f}R^{16f}, (CHR')_rS(O)_p(CHR')_rR^{16b}, (CHR')_rS(O)₂NR^{16a}R^{16a'}, (CHR')_rNR^{16f}S(O)₂(CHR')_rR^{16b}, C₁₋₆ haloalkyl, C₂₋₈ alkenyl substituted with 0-3 R', C₂₋₈ alkynyl substituted with 0-3 R', and (CHR')_rphenyl substituted with 0-3 R^{16e};

R^{16a} and R^{16a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, a (CH₂)_r-C₃₋₁₀

carbocyclic residue substituted with 0-5 R^{16e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{16e};

5 R^{16b}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, a (CH₂)_rC₃₋₆ carbocyclic residue substituted with 0-3 R^{16e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{16e};

10 R^{16d}, at each occurrence, is selected from C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₁₋₆ alkyl substituted with 0-3 R^{16e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{16e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{16e};

15 R^{16e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{16f}R^{16f}, and (CH₂)_rphenyl;

20 R^{16f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl, and phenyl;

25 v is selected from 0, 1, and 2;

t is selected from 1 and 2;

30 w is selected from 0 and 1;

r is selected from 0, 1, 2, 3, 4, and 5;

35 q is selected from 1, 2, 3, 4, and 5; and

p is selected from 1, 2, and 3.

2. The compound according to Claim 1, wherein:

R⁴ is absent, taken with the nitrogen to which it is attached to form an N-oxide, or selected from C₁₋₈ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, and (CH₂)_r-phenyl substituted with 0-3 R^{4c};

R^{4c}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, (CH₂)_rOH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{4a}R^{4a'}, and (CH₂)_rphenyl;

R² is selected from H and C₁₋₄ alkyl;

R⁶, at each occurrence, is selected from C₁₋₄ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, (CF₂)_rCF₃, CN, (CH₂)_rOH, (CH₂)_rOR^{6b}, (CH₂)_rC(O)R^{6b}, (CH₂)_rC(O)NR^{6a}R^{6a'}, (CH₂)_rNR^{6d}C(O)R^{6a}, and (CH₂)_tphenyl substituted with 0-3 R^{6c};

R^{6a} and R^{6a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and phenyl substituted with 0-3 R^{6c};

R^{6b}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and phenyl substituted with 0-3 R^{6c};

R^{6c}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, (CH₂)_rOH, (CH₂)_rSC₁₋₅ alkyl, and (CH₂)_rNR^{6d}R^{6d};

R^{6d}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R⁷, is selected from H, C₁₋₃ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, (CH₂)_qOH, (CH₂)_qOR^{7d}, (CH₂)_qNR^{7a}R^{7a'}, (CH₂)_rC(O)R^{7b}, (CH₂)_rC(O)NR^{7a}R^{7a'}, (CH₂)_qNR^{7a}C(O)R^{7a}, C₁₋₆ haloalkyl, (CH₂)_rphenyl with 0-2 R^{7c};

R^{7a} and R^{7a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_rphenyl substituted with 0-3 R^{7e};

R^{7b}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, (CH₂)_rphenyl substituted with 0-3 R^{7e};

R^{7c}, at each occurrence, is selected from C₁₋₄ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, (CF₂)_rCF₃, NO₂, CN, (CH₂)_rNR^{7f}R^{7f}, (CH₂)_rOH, (CH₂)_rOC₁₋₄ alkyl, (CH₂)_rC(O)R^{7b}, (CH₂)_rC(O)NR^{7f}R^{7f}, (CH₂)_rNR^{7f}C(O)R^{7a}, (CH₂)_rS(O)_pR^{7b}, (CH₂)_rS(O)₂NR^{7f}R^{7f}, (CH₂)_rNR^{7f}S(O)₂R^{7b}, and (CH₂)_rphenyl substituted with 0-2 R^{7e};

R^{7d}, at each occurrence, is selected from C₁₋₆ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, (CH₂)_rphenyl substituted with 0-3 R^{7e};

R^{7e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{7f}R^{7f}, and (CH₂)_rphenyl;

R^{7f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl;

R⁸ is H or joins with R⁷ to form =NR^{8b};

R⁹, is selected from H, C₁₋₃ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, (CH₂)_rOH, (CH₂)_rOR^{9d}, (CH₂)_rNR^{9a}R^{9a'}, (CH₂)_rC(O)R^{9b}, (CH₂)_rC(O)NR^{9a}R^{9a'}, (CH₂)_rNR^{9a}C(O)R^{9a}, C₁₋₆ haloalkyl, (CH₂)_rphenyl with 0-2 R^{9c}, (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R¹⁵;

R^{9'}, is selected from H, C₁₋₃ alkyl, (CH₂)_rC₃₋₆ cycloalkyl,
(CH₂)_rOH, (CH₂)_rOR^{9d}, (CH₂)_rNR^{9a}R^{9a'}, (CH₂)_rC(O)R^{9b},
(CH₂)_rC(O)NR^{9a}R^{9a'}, (CH₂)_rNR^{9a}C(O)R^{9a}, C₁₋₆ haloalkyl,
(CH₂)_rphenyl with 0-2 R^{9c}, (CH₂)_r-5-10 membered
5 heterocyclic system containing 1-4 heteroatoms selected
from N, O, and S, substituted with 0-3 R¹⁵;

R^{9a} and R^{9a'}, at each occurrence, are selected from H, C₁₋₆
alkyl, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_rphenyl substituted
10 with 0-3 R^{9e};

R^{9b}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈
alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl,
(CH₂)_rphenyl substituted with 0-3 R^{9e};

R^{9c}, at each occurrence, is selected from C₁₋₄ alkyl, C₂₋₈
alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I,
F, (CF₂)_rCF₃, NO₂, CN, (CH₂)_rNR^{9f}R^{9f}, (CH₂)_rOH, (CH₂)_rOC₁₋₄
alkyl, (CH₂)_rC(O)R^{9b}, (CH₂)_rC(O)NR^{9f}R^{9f},
20 (CH₂)_rNR^{9f}C(O)R^{9a}, (CH₂)_rS(O)_pR^{9b}, (CH₂)_rS(O)₂NR^{9f}R^{9f},
(CH₂)_rNR^{9f}S(O)₂R^{9b}, and (CH₂)_rphenyl substituted with 0-2
R^{9e};

R^{9d}, at each occurrence, is selected from C₁₋₆ alkyl,
25 (CH₂)_rC₃₋₆ cycloalkyl, (CH₂)_rphenyl substituted with 0-3
R^{9e};

R^{9e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈
alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN,
30 NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅
alkyl, (CH₂)_rNR^{9f}R^{9f}, and (CH₂)_rphenyl;

R^{9f}, at each occurrence, is selected from H, C₁₋₅ alkyl and
C₃₋₆ cycloalkyl;

35 R¹⁰ is H;

R¹¹, is selected from H, C₁₋₃ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, (CH₂)_qOH, (CH₂)_qOR^{11d}, (CH₂)_qNR^{11a}R^{11a'}, (CH₂)_rC(O)R^{11b}, (CH₂)_rC(O)NR^{11a}R^{11a'}, (CH₂)_qNR^{11a}C(O)R^{11a}, C₁₋₆ haloalkyl, (CH₂)_rphenyl with 0-2 R^{11c}, (CH₂)_{r-5-10} membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R¹⁵;

R^{11'}, is selected from H, C₁₋₃ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, (CH₂)_qOH, (CH₂)_qOR^{11d}, (CH₂)_qNR^{11a}R^{11a'}, (CH₂)_rC(O)R^{11b}, (CH₂)_rC(O)NR^{11a}R^{11a'}, (CH₂)_qNR^{11a}C(O)R^{11a}, C₁₋₆ haloalkyl, (CH₂)_rphenyl with 0-2 R^{11c}, (CH₂)_{r-5-10} membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R¹⁵;

R^{11a} and R^{11a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_rphenyl substituted with 0-3 R^{11e};

R^{11b}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, (CH₂)_rphenyl substituted with 0-3 R^{11e};

R^{11c}, at each occurrence, is selected from C₁₋₄ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, (CF₂)_rCF₃, NO₂, CN, (CH₂)_rNR^{11f}R^{11f}, (CH₂)_rOH, (CH₂)_rOC₁₋₄ alkyl, (CH₂)_rC(O)R^{11b}, (CH₂)_rC(O)NR^{11f}R^{11f}, (CH₂)_rNR^{11f}C(O)R^{11a}, (CH₂)_rS(O)_pR^{11b}, (CH₂)_rS(O)₂NR^{11f}R^{11f}, (CH₂)_rNR^{11f}S(O)₂R^{11b}, and (CH₂)_rphenyl substituted with 0-2 R^{11e};

R^{11d}, at each occurrence, is selected from C₁₋₆ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, (CH₂)_rphenyl substituted with 0-3 R^{11e};

R^{11e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{11f}R^{11f}, and (CH₂)_rphenyl;

R^{11f}, at each occurrence, is selected from H, C₁₋₅ alkyl and C₃₋₆ cycloalkyl;

5 R¹² is H;

R¹³, at each occurrence, is selected from C₁₋₄ alkyl, C₃₋₆ cycloalkyl, (CH₂)NR^{13a}R^{13a'}, (CH₂)OH, (CH₂)OR^{13b}, (CH₂)_wC(O)R^{13b}, (CH₂)_wC(O)NR^{13a}R^{13a'}, (CH₂)NR^{13d}C(O)R^{13a},
10 (CH₂)_wS(O)₂NR^{13a}R^{13a'}, (CH₂)NR^{13d}S(O)₂R^{13b}, and (CH₂)_w-phenyl substituted with 0-3 R^{13c};

R^{13a} and R^{13a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and phenyl substituted with 0-3 R^{13c};

R^{13b}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and phenyl substituted with 0-3 R^{13c};

R^{13c}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, (CH₂)_rOH, and (CH₂)_rNR^{13d}R^{13d};

R^{13d}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

v is selected from 1 and 2;

q is selected from 1, 2, and 3; and

r is selected from 0, 1, 2, and 3.

3. The compound according to Claim 2, wherein:

35 R³ is selected from a (CR^{3'H})_r-carbocyclic residue substituted with 0-5 R¹⁵, wherein the carbocyclic residue is selected from phenyl, C₃₋₆ cycloalkyl, naphthyl, and adamantyl; and a (CR^{3'H})_r-heterocyclic

system substituted with 0-3 R¹⁵, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, isoindolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl; and

R⁵ is selected from (CR^{5'}H)_t-phenyl substituted with 0-5 R¹⁶; and a (CR^{5'}H)_t-heterocyclic system substituted with 0-3 R¹⁶, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, isoindolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl.

4. The compound according to Claim 3, wherein:

R⁴ is absent; and

R⁹, R^{9'}, R¹⁰, R¹¹, R^{11'}, R¹², and R¹³ are H.

5. The compound according to Claim 4, wherein the

R¹⁶, at each occurrence, is selected from C₁₋₈ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, CF₃, Cl, Br, I, F, (CH₂)_rNR^{16a}R^{16a'}, NO₂, CN, OH, (CH₂)_rOR^{16d}, (CH₂)_rC(O)R^{16b}, (CH₂)_rC(O)NR^{16a}R^{16a'}, (CH₂)_rNR^{16f}C(O)R^{16b}, (CH₂)_rS(O)_pR^{16b}, (CH₂)_rS(O)₂NR^{16a}R^{16a'}, (CH₂)_rNR^{16f}S(O)₂R^{16b}, and (CH₂)_rphenyl substituted with 0-3 R^{16e};

R^{16a} and R^{16a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{16e};

5 R^{16b}, at each occurrence, is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{16e};

R^{16d}, at each occurrence, is selected from C₁₋₆ alkyl and phenyl;

10

R^{16e}, at each occurrence, is selected from C₁₋₆ alkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, OH, and (CH₂)_rOC₁₋₅ alkyl; and

R^{16f}, at each occurrence, is selected from H, and C₁₋₅ alkyl.

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6. The compound according to Claim 5, wherein R⁵ is CH₂-phenyl substituted with 0-3 R¹⁶.

7. The compound according to Claim 6, wherein:

20

R³ is selected from a carbocyclic residue substituted with 0-3 R¹⁵, wherein the carbocyclic residue is selected from phenyl and C₃₋₆ cycloalkyl; and a heterocyclic system substituted with 0-3 R¹⁵, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, isoindolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl.

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30

8. The compound according to Claim 7, wherein:

35

R¹⁵, at each occurrence, is selected from C₁₋₈ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, CF₃, Cl, Br, I, F, (CH₂)_rNR^{15a}R^{15a'}, NO₂, CN, OH, (CH₂)_rOR^{15d}, (CH₂)_rC(O)R^{15b}, (CH₂)_rC(O)NR^{15a}R^{15a'}, (CH₂)_rNR^{15f}C(O)R^{15b}, (CH₂)_rS(O)_pR^{15b},

(CH₂)_rS(O)₂NR^{15a}R^{15a'}, (CH₂)_rNR^{15f}S(O)₂R^{15b}, (CH₂)_rphenyl substituted with 0-3 R^{15e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15a} and R^{15a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{15e};

R^{15b}, at each occurrence, is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{15e};

R^{15d}, at each occurrence, is selected from C₁₋₆ alkyl and phenyl;

R^{15e}, at each occurrence, is selected from C₁₋₆ alkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, OH, and (CH₂)_rOC₁₋₅ alkyl; and

R^{15f}, at each occurrence, is selected from H, and C₁₋₅ alkyl.

9. The compound according to Claim 8, wherein E is -CR⁷R⁸-.

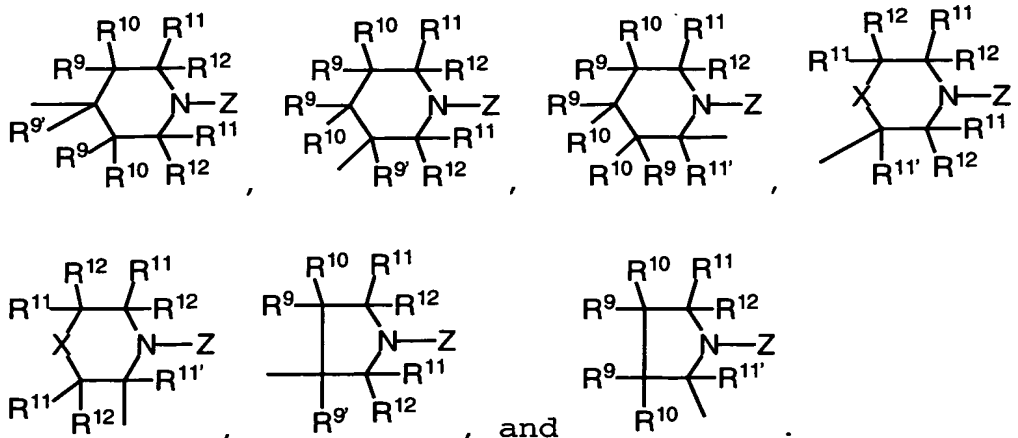
10. The compound according to Claim 9, wherein:
Z is selected from C(O)NR²R³, C(=NR¹)NR²R³, C(=CHCN)NR²R³, C(=CHNO₂)NR²R³, and C(=C(CN)₂)NR²R³.

11. The compound according to Claim 10, wherein:
R⁶ is H; and
when K is CHR⁵, either:

- 1) M is absent, or
- 2) Z is other than C(O)NR²R³.

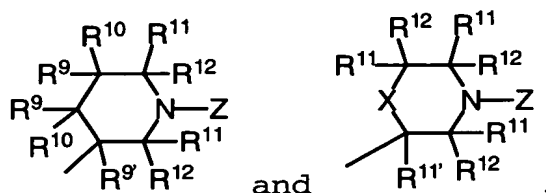
12. The compound according to Claim 11, wherein E is -CH₂-.

13. The compound according to Claim 11, wherein:
Y is selected from:



5

14. The compound according to Claim 13, wherein:
Y is selected from:



10

15. The compound according to Claim 11, wherein:
R¹⁶, at each occurrence, is selected from C₁₋₈ alkyl,
(CH₂)_rC₃₋₆ cycloalkyl, CF₃, Cl, Br, I, F,
(CH₂)_rNR^{16a}R^{16a'}, CN, OH, OCF₃, (CH₂)_rOR^{16d},
(CH₂)_rC(O)R^{16b};

15

R^{16a} and R^{16a'}, at each occurrence, are selected from H, C₁₋₆
alkyl, and C₃₋₆ cycloalkyl;

20 R^{16b}, at each occurrence, is selected from H, C₁₋₆ alkyl, C₃₋₆
cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{16e};

R^{16d}, at each occurrence, is selected from C₁₋₆ alkyl and
phenyl.

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16. The compound according to Claim 15, wherein R¹⁶ is
selected from F, Cl, Br, OCF₃, and CF₃.

17. The compound according to Claim 11, wherein:

R¹⁵, at each occurrence, is selected from CN, C(O)R^{15b}, and a
(CH₂)_r-5-6 membered heterocyclic system containing 1-4
heteroatoms selected from N, O, and S, substituted with
0-2 R^{15e};

R^{15b}, at each occurrence, is selected from H, C₁₋₆ alkyl, C₃₋₆
cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{15e};
and

R^{15e}, at each occurrence, is selected from C₁₋₆ alkyl, Cl, F,
Br, I, CN, NO₂, (CF₂)_rCF₃, OH, and (CH₂)_rOC₁₋₅ alkyl.

18. The compound according to Claim 15, wherein:

R¹⁵, at each occurrence, is selected from CN, C(O)R^{15b}, and a
(CH₂)_r-5-6 membered heterocyclic system containing 1-4
heteroatoms selected from N, O, and S, substituted with
0-2 R^{15e};

R^{15b}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆
cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{15e};
and

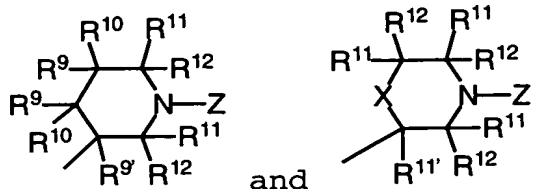
R^{15e}, at each occurrence, is selected from C₁₋₆ alkyl, Cl, F,
Br, I, CN, NO₂, (CF₂)_rCF₃, OH, and (CH₂)_rOC₁₋₅ alkyl.

19. The compound according to Claim 11, wherein:

J and Q are CH₂; and
M is absent or CH₂.

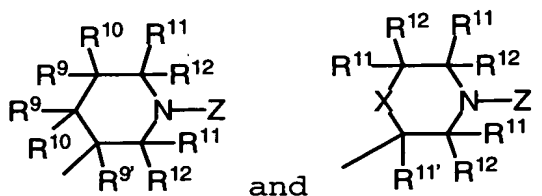
20. The compound according to Claim 15, wherein:

E is -CH₂-; and
Y is selected from:

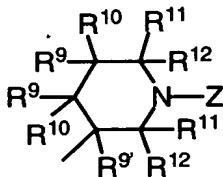


21. The compound according to Claim 17, wherein:
E is $-\text{CH}_2-$; and

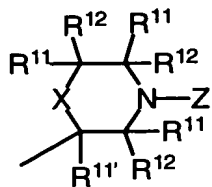
5 Y is selected from:



22. The compound according to Claim 19, wherein:
10 Y is:



23. The compound according to Claim 19, wherein:
15 Y is:



, and X is selected from O and NR^{14} .

24. The compound according to Claim 22, wherein K is CH_2 .

25. The compound according to Claim 23, wherein K is CH_2 .

26. The compound according to Claim 1, wherein:
Z is selected from $\text{C}(=\text{NR}^1)\text{NR}^2\text{R}^3$ and $\text{C}(=\text{C}(\text{CN})_2)\text{NR}^2\text{R}^3$.

27. The compound according to Claim 2, wherein:
Z is selected from $C(=NR^1)NR^2R^3$ and $C(=C(CN)_2)NR^2R^3$.

28. The compound according to Claim 4, wherein:
5 Z is selected from $C(=NR^1)NR^2R^3$ and $C(=C(CN)_2)NR^2R^3$.

29. The compound according to Claim 7, wherein:
Z is selected from $C(=NR^1)NR^2R^3$ and $C(=C(CN)_2)NR^2R^3$.

10 30. The compound according to Claim 13, wherein:
Z is selected from $C(=NR^1)NR^2R^3$ and $C(=C(CN)_2)NR^2R^3$.

31. The compound according to Claim 22, wherein:
Z is selected from $C(=NCN)NR^2R^3$ and $C(=C(CN)_2)NR^2R^3$.

32. The compound according to Claim 23, wherein:
Z is selected from $C(=NCN)NR^2R^3$ and $C(=C(CN)_2)NR^2R^3$.

33. The compound according to Claim 24, wherein:
20 Z is selected from $C(=NCN)NHR^3$ and $C(=C(CN)_2)NHR^3$; and R^{16} is
selected from F, Cl, Br, OCF_3 , and CF_3 .

34. The compound according to Claim 25, wherein:
25 Z is selected from $C(=NCN)NHR^3$ and $C(=C(CN)_2)NHR^3$; and R^{16} is
selected from F, Cl, Br, OCF_3 , and CF_3 .

35. The compound according to Claim 14, wherein:
Z is selected from $C(=NCN)NR^2R^3$ and $C(=C(CN)_2)NR^2R^3$.

30 36. The compound according to Claim 11, wherein R^3 is
phenyl substituted with 0-3 R^{15} .

37. The compound according to Claim 14, wherein R^3 is
phenyl substituted with 0-3 R^{15} .

35 38. The compound according to Claim 17, wherein R^3 is
phenyl substituted with 0-3 R^{15} .

39. The compound according to Claim 14, wherein:
R³ is phenyl substituted with 0-3 R¹⁵;
Z is selected from C(=NR¹)NR²R³ and C(=C(CN)₂)NR²R³;
J and Q are CH₂; and
5 M is absent or CH₂.

40. The compound according to Claim 1, wherein the
compound of formula I is selected from:

10 (+/-)-N-phenyl-3-[[4-(phenylmethyl)-1-piperidinyl]methyl]-1-
piperidinecarboxamide,

(+/-)-N-(3-methoxyphenyl)-3-[[4-(phenylmethyl)-1-piperidinyl]
methyl]-1-piperidinecarboxamide,

15 (+/-)-N-(3-carboethoxyphenyl)-3-[[4-(phenylmethyl)-1-
piperidinyl]methyl]-1-piperidinecarboxamide,

20 (+/-)-N-(3-cyanophenyl)-3-[[4-(phenylmethyl)-1-
piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(1-adamantyl)-3-[[4-(phenylmethyl)-1-piperidinyl]
methyl]-1-piperidinecarboxamide,

25 N-phenyl-4-[[4-(phenylmethyl)-1-piperidinyl]methyl]-1-
piperidinecarboxamide,

N-(3-cyanophenyl)-4-[[4-(phenylmethyl)-1-piperidinyl]methyl]-
1-piperidinecarboxamide,

30 N-(1-adamantyl)-4-[[4-(phenylmethyl)-1-piperidinyl]methyl]-1-
piperidinecarboxamide,

35 N-(3-methoxyphenyl)-4-[[4-(phenylmethyl)-1-piperidinyl]
methyl]-1-piperidinecarboxamide,

N-(3-carboethoxyphenyl)-4-[[4-(phenylmethyl)-1-piperidinyl]
methyl]-1-piperidinecarboxamide,

1-benzoyl-4-[[4-(phenylmethyl)-1-piperidinyl]methyl]
piperidine,

5 1-phenylacetyl-4-[[4-(phenylmethyl)-1-piperidinyl]methyl]
piperidine,

1-(3,4-dimethoxybenzoyl)-4-[[4-(phenylmethyl)-1-piperidinyl]
methyl]piperidine,

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1-(3,5-dichlorobenzoyl)-4-[[4-(phenylmethyl)-1-piperidinyl]
methyl]piperidine,

1-(3,5-difluorobenzoyl)-4-[[4-(phenylmethyl)-1-piperidinyl]
methyl]piperidine,

1-(3,5-dimethoxybenzoyl)-4-[[4-(phenylmethyl)-1-piperidinyl]
methyl]piperidine,

1-(3,4-methylenedioxybenzoyl)-4-[[4-(phenylmethyl)-1-
piperidinyl]methyl]piperidine,

1-(2-thiophenesulfonyl)-4-[[4-(phenylmethyl)-1-piperidinyl]
methyl]-piperidinecarboxamide,

1-(3-methoxyphenylacetyl)-4-[[4-(phenylmethyl)-1-piperidinyl]
methyl]piperidine,

1-(4-methoxyphenylacetyl)-4-[[4-(phenylmethyl)-1-piperidinyl]
methyl]piperidine,

(+/-)-N-phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]
methyl]-1-piperidinecarboxamide,

35 (+/-)-N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-
piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(1-adamantylphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,

5 (+/-)-N-(3-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,

10 (+/-)-N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

15 (+/-)-N-(3-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

20 (+/-)-N-(4-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

25 (+/-)-N-(1-adamantylphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

30 (+/-)-N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

35 (+/-)-1-phenylsulfonyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-1-benzoyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-1-benzyloxycarbonyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

5 (+/-)-N-phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-pyrrolidinecarboxamide,

(+/-)-N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-pyrrolidinecarboxamide,

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(+/-)-N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-pyrrolidinecarboxamide,

15 (+/-)-N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(3-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-pyrrolidinecarboxamide,

20

(+/-)-N-(4-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-pyrrolidinecarboxamide,

(+/-)-N-(1-adamantylphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-pyrrolidinecarboxamide,

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(+/-)-N-phenyl-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

30 (+/-)-N-(3-cyanophenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-(3-methoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

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(+/-)-N-(4-fluorophenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-(3-carboethoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

5 (+/-)-N-(4-carboethoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-(1-adamantylphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

10 (+/-)-N-phenyl-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(3-cyanophenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,

15 (+/-)-N-(3-methoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,

20 (+/-)-N-(4-fluorophenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(3-carboethoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,

25 (+/-)-N-(4-carboethoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(1-adamantylphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,

30 (+/-)-N-(3-cyanophenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-4-morpholinecarboxamide,

35 (+/-)-N-(3-carboethoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-4-morpholinecarboxamide,

(+/-)-N-(4-carboethoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-4-morpholinecarboxamide,

(+/-)-N-(4-fluorophenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-4-morpholinecarboxamide,

5 (+/-)-N-(1-adamantylphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-4-morpholinecarboxamide,

(+/-)-N-phenyl-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-4-morpholinecarboxamide,

10

(+/-)-N-(3-methoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-4-morpholinecarboxamide,

(+/-)-N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-hydroxy-1-piperidinecarboxamide,

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(+/-)-N-(3-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-hydroxy-1-piperidinecarboxamide,

20

(+/-)-N-(4-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-hydroxy-1-piperidinecarboxamide,

(+/-)-N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-hydroxy-1-piperidinecarboxamide,

25

(+/-)-N-phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-hydroxy-1-piperidinecarboxamide,

30

(+/-)-N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-hydroxy-1-piperidinecarboxamide,

(+/-)-N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-phenylmethyl-1-piperidinecarboxamide,

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(+/-)-N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-phenylmethyl-1-piperidinecarboxamide,

(+/-)-N-phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-phenylmethyl-1-piperidinecarboxamide,

5 (+/-)-N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-phenylmethyl-1-piperidinecarboxamide,

10 (+/-)-(cis)-N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,

15 (+/-)-(cis)-N-(3-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,

20 (+/-)-(cis)-N-(4-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,

25 (+/-)-(cis)-N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidine carboxamide,

30 (+/-)-(cis)-N-phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,

35 (+/-)-(cis)-N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,

(+/-)-(trans)-N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,

(+/-)-(trans)-N-(3-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,

5 (+/-)-(trans)-N-(4-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,

10 (+/-)-(trans)-N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,

15 (+/-)-(trans)-N-phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,

20 (+/-)-(trans)-N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,

25 (+/-)-(trans)-N-(3-acetylphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,

30 (+/-)-N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3,4-dihydro-2(1H)isoquinolinecarboxamide,

35 (+/-)-N-(phenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3,4-dihydro-2(1H)isoquinolinecarboxamide,

40 (+/-)-N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3,4-dihydro-2(1H)isoquinolinecarboxamide,

45 (+/-)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1,2,3,4-tetrahydro-2-(phenylacetyl)isoquinoline,

(+/-)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-
1,2,3,4-tetrahydro-2-(phenylmethylsulfonyl)isoquinoline,

5 (+/-)-Phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]
methyl]-3,4-dihydro-2(1H) isoquinolinecarboxylate,

(+/-)-N-(4-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-
piperidinyl]methyl]-3,4-dihydro-2(1H) isoquinoline-
10 carboxamide,

(+/-)-N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-
piperidinyl]methyl]-3,4-dihydro-2(1H) isoquinoline-
carboxamide,

15 (+/-)-N-(3-cyanophenyl)-3-[2-[4-[(phenyl)methyl]-1-
piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-
carboxamide,

20 (+/-)-3-[[4-[(phenyl)methyl]-1-piperidinyl]ethyl]-1,2,3,4-
tetrahydro-2-(phenylsulfonyl)isoquinoline,

25 (+/-)-N-(4-fluorophenyl)-3-[2-[4-[(phenyl)methyl]-1-
piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-
carboxamide,

(+/-)-N-(phenyl)-3-[2-[4-[(phenyl)methyl]-1-piperidinyl]
ethyl]-3,4-dihydro-2(1H)-isoquinolinecarboxamide,

30 (+/-)-3-[[4-[(phenyl)methyl]-1-piperidinyl]ethyl]-1,2,3,4-
tetrahydro-2-(2-thiophenesulfonyl)isoquinoline,

(+/-)-3-[[4-[(phenyl)methyl]-1-piperidinyl]ethyl]-1,2,3,4-
tetrahydro-2-(phenacetyl)isoquinoline,

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(+/-)-N-(3-methoxyphenyl)-3-[2-[4-[(phenyl)methyl]-1-
piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-
carboxamide,

(+/-)-N-(phenyl)-3-[2-[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-carboxamide,

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(+/-)-N-(3-methoxyphenyl)-3-[2-[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-carboxamide,

10 (+/-)-N-(3-cyanophenyl)-3-[2-[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-carboxamide,

(+/-)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1,2,3,4-tetrahydro-2-(phenylmethylsulfonyl)isoquinoline,

(+/-)-Phenyl-3-[2-[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-carboxylate,

(+/-)-N-(3-carboethoxyphenyl)-3-[2-[4-[(phenyl)methyl]-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-carboxamide,

(+/-)-N-(3-carboethoxyphenyl)-3-[2-[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinolinecarboxamide,

(+/-)-N-(3-cyanophenyl)-4-[2-[4-(phenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinolinecarboxamide,

(+/-)-4-[2-[4-(phenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)phenylsulfonyl isoquinoline,

(+/-)-N-(4-fluorophenyl)-4-[2-[4-(phenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinolinecarboxamide,

(+/-)-N-(phenyl)-4-[2-[4-(phenylmethyl)-1-piperidinyl]ethyl]-
3,4-dihydro-2(1H)-isoquinolinecarboxamide,

5 (+/-)-N-(3-methoxyphenyl)-4-[2-[4-(phenylmethyl)-1-
piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-
carboxamide,

(+/-)-Phenyl-4-[2-[4-(phenylmethyl)-1-piperidinyl]ethyl]-3,4-
dihydro-2(1H)-isoquinolinecarboxylate,

10 (+/-)-4-[2-[4-(phenylmethyl)-1-piperidinyl]ethyl]-3,4-
dihydro-2(1H) phenacetyl isoquinoline,

15 (+/-)-N-(3-cyanophenyl)-4-[2-[4-(4-fluorophenylmethyl)-1-
piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-
carboxamide,

20 (+/-)-4-[2-[4-(4-fluorophenylmethyl)-1-piperidinyl]ethyl]-
3,4-dihydro-2(1H)-[phenyl]sulfonyl isoquinoline,

25 (+/-)-4-[2-[4-(4-fluorophenylmethyl)-1-piperidinyl]ethyl]-
3,4-dihydro-2(1H)[phenacetyl] isoquinoline,

(+/-)-4-[2-[4-(4-fluorophenylmethyl)-1-piperidinyl]ethyl]-
3,4-dihydro-2(1H)-[phenylmethyl]sulfonylisoquinoline,

30 (+/-)-N-(4-carbethoxyphenyl)-4-[2-[4-(4-fluorophenylmethyl)-
1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-
carboxamide,

(+/-)-N-(4-fluorophenyl)-4-[2-[4-(phenylmethyl)-1-
piperidinyl]ethyl]-3,4-dihydro-2(1H)-
isoquinolinecarboxamide,

35 (2R)-2-([4-(4-fluorobenzyl)-1-piperidinyl]methyl)-4-[(2R)-
3,3,3-trifluoro-2-methoxy-2-phenylpropanoyl]morpholine,

(2R)-N-(3-acetylphenyl)-2-([4-(4-fluorobenzyl)-1-piperidinyl]methyl)-4-morpholinecarboxamide,

(2R)-2-([4-(4-fluorobenzyl)-1-piperidinyl]methyl)-N-(3-methoxyphenyl)-4-morpholinecarboxamide,

(2R)-N-(3-cyanophenyl)-2-([4-(4-fluorobenzyl)-1-piperidinyl]methyl)-4-morpholinecarboxamide,

(2R)-2-([4-(4-fluorobenzyl)-1-piperidinyl]methyl)-N-(4-fluorophenyl)-4-morpholinecarboxamide,

(2R)-2-([4-(4-fluorobenzyl)-1-piperidinyl]methyl)-N-phenyl-4-morpholinecarboxamide,

(2R)-N-(3-cyanophenyl)-2-([(3S)-3-(4-fluorobenzyl)piperidinyl]methyl)-4-morpholinecarboxamide,

(2R)-N-(3-acetylphenyl)-2-([(3S)-3-(4-fluorobenzyl)piperidinyl]methyl)-4-morpholinecarboxamide,

(2R)-N-(3-acetylphenyl)-2-([(3S)-3-(4-fluorobenzyl)piperidinyl]methyl)-N-phenyl-4-morpholinecarboxamide,

3-([3-(4-fluorobenzyl)-1-pyrrolidinyl]methyl)-N-phenyl-1-piperidinecarboxamide,

N-(3-cyanophenyl)-3-([3-(4-fluorobenzyl)-1-pyrrolidinyl]methyl)-1-piperidinecarboxamide,

N-(3-acetylphenyl)-3-([3-(4-fluorobenzyl)-1-pyrrolidinyl]methyl)-1-piperidinecarboxamide,

3-([(3S)-3-(4-fluorobenzyl)piperidinyl]methyl)-N-phenyl-1-piperidinecarboxamide,

N-(3-cyanophenyl)-3-{[(3*S*)-3-(4-fluorobenzyl)piperidinyl]
methyl}-1-piperidinecarboxamide,

5 *N*-(3-acetylphenyl)-3-{[(3*S*)-3-(4-fluorobenzyl)piperidinyl]
methyl}-1-piperidinecarboxamide,

10 *tert*-butyl 4-[(3-cyanoanilino)carbonyl]-2-{[4-(4-
fluorobenzyl)-1-piperidinyl]methyl}-1-
piperazinecarboxylate,

N-(3-cyanophenyl)-3-{[4-(4-fluorobenzyl)-1-
piperidinyl]methyl}-1-piperazinecarboxamide
dihydrochloride,

15 4-benzyl-*N*-(3-cyanophenyl)-3-{[4-(4-fluorobenzyl)-1-
piperidinyl]methyl}-1-piperazinecarboxamide,

20 4-acetyl-*N*-(3-acetylphenyl)-3-{[4-(4-fluorobenzyl)-1-
piperidinyl]methyl}-1-piperazinecarboxamide,

tert-butyl 4-[(anilino)carbonyl]-2-{[4-(4-fluorobenzyl)-1-
piperidinyl]methyl}-1-piperazinecarboxylate,

25 *tert*-butyl 4-[(3-methoxyanilino)carbonyl]-2-{[4-(4-
fluorobenzyl)-1-piperidinyl]methyl}-1-
piperazinecarboxylate,

30 *tert*-butyl 4-[(3-acetylanilino)carbonyl]-2-{[4-(4-
fluorobenzyl)-1-piperidinyl]methyl}-1-
piperazinecarboxylate,

35 3-{[4-(4-fluorobenzyl)-1-piperidinyl]methyl}-*N*-phenyl-1-
piperazinecarboxamide dihydrochloride,

3-{[4-(4-fluorobenzyl)-1-piperidinyl]methyl}-*N*-(3-
methoxyphenyl)-1-piperazinecarboxamide dihydrochloride,

N-(3-acetylphenyl)-3-{[4-(4-fluorobenzyl)-1-piperidinyl]methyl}-1-piperazinecarboxamide dihydrochloride, and

5 4-benzyl-*N*-(3-cyanophenyl)-3-{[4-(4-fluorobenzyl)-1-piperidinyl]methyl}-1-piperazinecarboxamide.

41. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 1.

42. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 11.

43. A method for modulation of chemokine receptor activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 1.

44. The method according to Claim 43, wherein R⁹, R^{9'}, R¹⁰, R¹¹, R^{11'} and R¹² of the compound according to Claim 1 are H.

45. The method according to Claim 44, wherein modulation comprises contacting a CCR3 receptor with an effective inhibitory amount of the compound.

46. A method for treating or preventing inflammatory disorders comprising administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 1.

47. The method according to Claim 46, wherein R⁹, R^{9'}, R¹⁰, R¹¹, R^{11'} and R¹² of the compound according to Claim 1 are H.

48. The method according to Claim 46, wherein the disorder is selected from asthma, allergic rhinitis, atopic

